

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)
)
Frontier Communications Corporation,)
Debtor-in-Possession and its Wholly-)
Owned Operating Subsidiaries)
)
Joint Application for Consent to Assign and)
Transfer Control of Domestic and)
International Authorizations Pursuant to)
Section 214 of the Communications Act of)
1934, As Amended)

**JOINT APPLICATION FOR CONSENT TO ASSIGN AND
TRANSFER CONTROL OF DOMESTIC AND INTERNATIONAL
SECTION 214 AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended (the “Act”),¹ and Sections 63.04, 63.18, and 63.24 of the rules of the Federal Communication Commission (“FCC” or “Commission”),² Frontier Communications Corporation, Debtor-in-Possession (“Frontier” or “Company”) and its wholly-owned operating subsidiaries listed in Attachment A (the “Operating Subsidiaries”) (collectively, the “Applicants”) request Commission consent to the assignment and transfer of control of the Operating Subsidiaries’ domestic and international Section 214 authorizations (the “Section 214 Authorizations”) to effectuate a pre-arranged plan of reorganization (the “Plan,” and the transactions contemplated thereunder, the “Restructuring”) under Chapter 11 (“Chapter 11”) of the United States Bankruptcy Code (the “Bankruptcy”

¹ 47 U.S.C. § 214.

² 47 C.F.R. §§ 63.04, 63.18, and 63.24.

Code”).³ Specifically, upon consummation of the Restructuring, the Section 214 Authorizations held by each Operating Subsidiary as debtor-in-possession will be assigned to the same newly reorganized Operating Subsidiary. In addition, control of the Section 214 Authorizations held by the Operating Subsidiaries will be transferred from Frontier as debtor-in-possession to a newly formed holding company.

Consistent with Section 63.04(b) and Commission practice, the Applicants have consolidated their request for Commission consent to the Restructuring into a single lead application, and are submitting separate filings for each affected licensee and type of authorization. This narrative provides the information required by the International Section 214 Main Form and Sections 63.04 and 63.18 of the Commission’s rules. Attached as Exhibit 1 is a statement providing a more detailed description of the Applicants and the Restructuring, and a discussion demonstrating that the Restructuring will serve the public interest.

I. RESPONSE TO ITEMS ON INTERNATIONAL SECTION 214 MAIN FORM

A. Answer to Question 10 – Section 63.18(c)-(d)

Frontier, a Delaware corporation, is a holding company that has multiple wholly owned subsidiaries that provide communications services and hold various FCC licenses and authorizations. Frontier does not hold any international Section 214 Authorizations itself. The Operating Subsidiaries hold the international Section 214 Authorizations listed in Attachment A.

³ On April 30 and May 1, 2020, the Applicants filed with the Commission *pro forma* notifications for the assignment and transfer of control of their FCC licenses and authorizations to them as debtors-in-possession. These filings reflect the fact that, on April 14, 2020, Frontier and all of its direct and indirect subsidiaries, including the Operating Subsidiaries, filed voluntary petitions with the United States Bankruptcy Court for the Southern District of New York. The Chapter 11 cases are being jointly administered under the caption *In re Frontier Communications Corporation, et al.*, Case No. 20-22476 (RDD).

Correspondence concerning these applications and the proposed Restructuring should be directed to:

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B. Answer to Question 11 – Section 63.18(h)

The Operating Subsidiaries are all direct or indirect wholly-owned subsidiaries of Frontier, which prior to its bankruptcy filing was a publicly traded company. As further described in Exhibit 1, pursuant to the Plan, three newly formed holding companies – Frontier Communications Holdings, which will be a wholly-owned subsidiary of Frontier Communications Intermediate, which in turn will be a wholly-owned subsidiary of Frontier Communications Parent (“Reorganized Frontier”)⁴ – will replace Frontier (the current parent holding company) in the ownership structure of the Operating Subsidiaries. Immediately upon emergence from Chapter 11, holders of Frontier’s unsecured senior notes (“Senior Noteholders”)⁵ will collectively hold the new common stock of Reorganized Frontier, though no single Senior Noteholder is anticipated to hold a 10 percent or greater direct or indirect interest in

⁴ The new holding companies will be formed under Delaware law prior to effectuating the Restructuring. The specific holding company structure and names of the holding company entities also may be modified during the course of the bankruptcy proceeding. In the event of a material modification of the Plan during the course of the bankruptcy proceeding, the Applicants will advise the Commission.

⁵ The Senior Noteholders are comprised of the holders of approximately \$10.95 billion in aggregate principal amount of unsecured senior notes issued by Frontier with maturities between September 2020 and October 2046, which are publicly traded.

Reorganized Frontier.⁶ It is intended that the new common stock of Reorganized Frontier will be publicly traded and listed on a recognized U.S. stock exchange as promptly as reasonably practicable after the Company's emergence from Chapter 11. Accordingly, as is the case today, the ownership of Reorganized Frontier will be widely dispersed. Exhibit 1 includes charts depicting the pre- and post-Restructuring corporate structure of the Applicants.

C. Answer to Question 13 – Narrative of Transfer of Control and Public Interest Statement

A description of the Restructuring and demonstration of how the Restructuring is in the public interest is included in Exhibit 1.

D. Answer to Question 20 – Section 63.12

The Applicants request streamlined treatment of their international Section 214 applications pursuant to Section 63.12 of the Commission's rules. The Applicants have no foreign carrier affiliates and will continue to have no such affiliates post-Restructuring. They therefore qualify for a presumption of non-dominance under Section 63.10 of the Commission's rules on all U.S.-international routes.

II. INFORMATION REQUIRED BY SECTION 63.04 OF THE COMMISSION'S RULES IN RELATION TO TRANSFER OF BLANKET DOMESTIC 214 AUTHORITY

The following information is submitted pursuant to Section 63.04 of the Commission's rules. Specifically, Section 63.04(b) provides that applicants submitting a joint domestic/international Section 214 application should include the information requested in paragraphs (a)(6) through (a)(12) of Section 63.04.

⁶ Under the terms of the Plan, a small percentage of the Reorganized Frontier stock is reserved for a management incentive plan.

Section 63.04(a)(6) – Description of the transaction:

A description of the Restructuring and demonstration of how the Restructuring is in the public interest is included in Exhibit 1.

Section 63.04(a)(7) – Description of the geographic area in which the transferor and transferee offer domestic telecommunications services, and what services are provided in each area:

A description of the geographic areas in which the Applicants offer domestic telecommunications services, and a description of the services provided, are included in Exhibit 1.

Section 63.04(a)(8) – Statement as to how the application qualifies for streamlined treatment:

The Applicants are not seeking streamlined treatment of their domestic Section 214 application, but request that the Commission promptly process the applications to enable the Applicants to exit bankruptcy and deliver on the resulting public interest benefits as soon as possible. Frontier expects the Plan to be approved by the Bankruptcy Court without material modification in August 2020, after which Frontier is prepared to emerge from bankruptcy as soon as it has secured the necessary regulatory approvals, including FCC approval.

Section 63.04(a)(9) – Identification of all other Commission applications related to this transaction:

A series of applications to assign and/or transfer control of the FCC licenses and authorizations held by the Applicants are being filed with the Commission, including domestic and international Section 214 Authorizations, and wireless licenses.⁷ In addition, a petition will be filed requesting a declaratory ruling that it would serve the public interest to permit the

⁷ Notification regarding the assignment and/or transfer control of an receive-only earth station registration also will be filed post-Restructuring. *See* 47 C.F.R. § 25.119(j).

indirect foreign ownership of the Applicants' FCC common carrier radio station licenses to exceed the 25 percent benchmark specified in Section 310(b)(4) of the Act.

Section 63.04(a)(10) – Statement of whether the applicants request special consideration because either party is facing imminent business failure:

The Applicants do not request special consideration because no parties to this transaction are facing imminent business failure.

Section 63.04(a)(11) – Identification of any separately filed waiver requests being sought in conjunction with this application:

No separately filed waiver requests are sought in conjunction with the Restructuring.

Section 63.04(a)(12) – Statement showing how grant of the application will serve the public interest, convenience and necessity:

A demonstration of how the Restructuring is in the public interest is included in Exhibit

1.

III. CONCLUSION

For the reasons stated above and in Exhibit 1, the Applicants respectfully request that the Commission approve the Restructuring.

Respectfully submitted,

By: FRONTIER COMMUNICATIONS
CORPORATION, DEBTOR-IN-POSSESSION

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June 24, 2020

**ATTACHMENT A
FRONTIER SUBSIDIARIES AND SECTION 214 AUTHORIZATIONS**

International Section 214 Authorizations:

Licensee (each currently a Debtor-in-Possession)	File Number
Citizens Telecommunications Company of California Inc.	ITC-214-20080219-00078
Commonwealth Telephone Enterprises, LLC	ITC-214-19960726-00343
Frontier California Inc.	ITC-214-20080219-00063
Frontier Communications of America, Inc.	ITC-214-19971202-00753 ITC-214-20001121-00680
Frontier Communications of the Carolinas Inc.	ITC-214-20090528-00564
Frontier Communications of the Southwest Inc.	ITC-214-20090528-00563
Frontier Communications Online and Long Distance Inc.	ITC-214-20090528-00565
Frontier Florida LLC	ITC-214-20080219-00064
Frontier Mid-States Inc.	ITC-214-20080219-00081
Frontier North Inc.	ITC-214-20080219-00082
Frontier Southwest Incorporated	ITC-214-20080219-00077
Frontier West Virginia Inc.	ITC-214-20080219-00071
GVN Services d/b/a Global Valley Long Distance	ITC-214-20020225-00113
Ogden Telephone Company	ITC-214-20080716-00319
SNET America, Inc.	ITC-214-19930716-00119 ITC-214-19950215-00064 ITC-MOD-20041129-00487

Blanket Domestic Section 214 Authorizations:

Licensee (each currently a Debtor-in-Possession)	Place of Organization
Citizens Telecommunications Company of California Inc.	California
Citizens Telecommunications Company of Illinois	Illinois
Citizens Telecommunications Company of Minnesota, LLC	Delaware
Citizens Telecommunications Company of Nebraska	Delaware
Citizens Telecommunications of Nevada	Nevada
Citizens Telecommunications Company of New York, Inc.	New York

Licensee (each currently a Debtor-in-Possession)	Place of Organization
Citizens Telecommunications Company of Tennessee L.L.C.	Delaware
Citizens Telecommunications Company of the White Mountains, Inc.	Delaware
Citizens Telecommunications Company of Utah	Delaware
Citizens Telecommunications Company of West Virginia	West Virginia
Citizens Utilities Rural Company, Inc.	Delaware
Commonwealth Telephone Company LLC	Pennsylvania
CTE Telecom, LLC	Pennsylvania
CTSI, LLC	Pennsylvania
Frontier California Inc.	California
Frontier Communications – Midland, Inc.	Illinois
Frontier Communications of America, Inc.	Delaware
Frontier Communications of Ausable Valley, Inc.	New York
Frontier Communications of Breezewood, LLC	Pennsylvania
Frontier Communications of Canton, LLC	Pennsylvania
Frontier Communications of DePue, Inc.	Illinois
Frontier Communications of Georgia, LLC	Georgia
Frontier Communications of Illinois, Inc.	Illinois
Frontier Communications of Indiana LLC	Indiana
Frontier Communications of Iowa, LLC	Iowa
Frontier Communications of Lakeside, Inc.	Illinois
Frontier Communications of Lakewood, LLC	Pennsylvania
Frontier Communications of Michigan, Inc.	Michigan
Frontier Communications of Minnesota, Inc.	Minnesota
Frontier Communications of Mississippi, LLC	Mississippi
Frontier Communications of Mt. Pulaski, Inc.	Illinois
Frontier Communications of New York, Inc.	New York
Frontier Communications of Orion, Inc.	Illinois
Frontier Communications of Oswayo River, LLC	Pennsylvania
Frontier Communications of Pennsylvania, LLC	Pennsylvania
Frontier Communications of Rochester, Inc.	Delaware

Licensee (each currently a Debtor-in-Possession)	Place of Organization
Frontier Communications of Seneca-Gorham, Inc.	New York
Frontier Communications of Sylvan Lake, Inc.	New York
Frontier Communications of the Carolinas LLC	Delaware
Frontier Communications of the South, LLC	Alabama
Frontier Communications of the Southwest Inc.	Delaware
Frontier Communications of Thorntown LLC	Indiana
Frontier Communications of Virginia, Inc.	Virginia
Frontier Communications of Wisconsin LLC	Wisconsin
Frontier Communications Online and Long Distance Inc.	Delaware
Frontier Communications – Prairie, Inc.	Illinois
Frontier Communications – Schuyler, Inc.	Illinois
Frontier Florida LLC	Florida
Frontier Midstates Inc.	Georgia
Frontier North Inc.	Wisconsin
Frontier Southwest Incorporated	Delaware
Frontier Telephone of Rochester, Inc.	New York
Frontier West Virginia Inc.	West Virginia
Navajo Communications Company, Inc.	New Mexico
Ogden Telephone Company	New York
SNET America, Inc.	Connecticut
Southern New England Telephone Company	Connecticut